

United States Bankruptcy Court District of Delaware		INVOLUNTARY PETITION
IN RE (Name of Debtor – If Individual: Last, First, Middle) Exchange Applications, Inc.		ALL OTHER NAMES used by debtor in the last 6 years (Include married, maiden, and trade names.)
LAST FOUR DIGITS OF SOC. SEC. NO./Complete EIN or other TAX I.D. NO. (If more than one, state all) Unknown		
STREET ADDRESS OF DEBTOR (No., street, city, state, and zip code)		MAILING ADDRESS OF DEBTOR (If different from street address)
89 South Street Boston, MA 02111	COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS N/A	
LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (If different from previously listed addressees)		
CHAPTER OF BANKRUPTCY CODE UNDER WHICH PETITION IS FILED		
<input checked="" type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 11		
INFORMATION REGARDING DEBTOR (Check applicable boxes)		
Petitioners believe: <input type="checkbox"/> Debts are primarily consumer debt <input checked="" type="checkbox"/> Debts are primarily business debts		TYPE OF DEBTOR <input type="checkbox"/> Individual <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other:
VENUE	FILING FEE	
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in the District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> A bankruptcy case concerning debtor's affiliate, general partner or partnership is pending in this District.	<input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Petitioner is a child support creditor or its representative, and the form specified in §304(g) of the Bankruptcy Reform Act of 1994 is attached.	
PENDING BANKRUPTCY CASE FILED BY OR AGAINST ANY PARTNER OR AFFILIATE OF THIS DEBTOR (Report information for any additional cases on attached sheets.)		
Name of Debtor	Case Number	Date
Relationship	District	Judge
ALLEGATIONS (Check applicable boxes)		COURT USE ONLY
1. <input checked="" type="checkbox"/> Petitioner(s) are eligible to file this petition pursuant to 11 U.S.C. § 303(b) 2. <input checked="" type="checkbox"/> The debtor is a person against whom an order for relief may be entered under title 11 of the United States Code. 3.a. <input checked="" type="checkbox"/> The debtor is generally not paying such debtor's debts as they become due, unless such debts are the subject of a bona fide dispute; or b. <input type="checkbox"/> Within 120 days preceding the filing of this petition, a custodian, other than a trustee, receiver, or agent appointed or authorized to take charge of less than substantially all of the property of the debtor for the purpose of enforcing a lien against such property, was appointed or took possession.		

If a child support creditor or its representative is a petitioner, and if the petitioner files the form specified in § 304(g) of the Bankruptcy Reform Act of 1994, no fee is required.

FORM 5 Involuntary Petition
(12/02)Name of Debtor **Exchange Applications, Inc.**
Case No. _____

(court use only)

TRANSFER OF CLAIM

☐ Check this box if there has been a transfer of any claim against the debtor by or to any petitioner. Attach all documents evidencing the transfer and any statements that are required under Bankruptcy Rule 1003(a).

REQUEST FOR RELIEF

Petitioner(s) request that an order for relief be entered against the debtor under the chapter of title 11, United States Code, specified in this petition.

Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.

X

Signature of Petitioner or Representative (State title)

Insight Venture Partners IV, L.P. 6/8/04By: **Insight Venture Associates IV, L.L.C.**

Name of Petitioner Date Signed

Name & Mailing **Deven Parekh**
Address of Individual **680 Fifth Avenue****NY, NY 10019**

Signing in Representative

Capacity **Member**

X

Signature of Petitioner or Representative (State title)

Insight Venture Partners (Cayman) IV, L.P. 6/8/04By: **Insight Venture Associates IV, L.L.C.**

Name of Petitioner Date Signed

Name & Mailing **Deven Parekh**
Address of Individual **680 Fifth Avenue****NY, NY 10019**

Signing in Representative

Capacity **Member**

X

Signature of Petitioner or Representative (State title)

Insight Venture Partners IV (Co-Investors), L.P. 6/8/04By: **Insight Venture Associates IV, L.L.C.**

Name of Petitioner Date Signed

Name & Mailing **Deven Parekh**
Address of Individual **680 Fifth Avenue****NY, NY 10019**

Signing in Representative

Capacity **Member**

X

Signature of Attorney **Mark D. Collins (#2981)** 6/9/04 Date**Richards, Layton & Finger, P.A.**

Name of Attorney Firm (if any)

One Rodney Square, Wilmington, DE 19801

Address

302-651-7700

Telephone No.

X

Signature of Attorney **Mark D. Collins (#2981)** 6/9/04 Date**Richards, Layton & Finger, P.A.**

Name of Attorney Firm (if any)

One Rodney Square, Wilmington, DE 19801

Address

302-651-7700

Telephone No.

X

Signature of Attorney **Mark D. Collins (#2981)** 6/9/04 Date**Richards, Layton & Finger, P.A.**

Name of Attorney Firm (if any)

One Rodney Square, Wilmington, DE 19801

Address

302-651-7700

Telephone No.

PETITIONING CREDITORS

Name and Address of Petitioner Insight Venture Partners IV, L.P. 680 Fifth Avenue New York, NY 10019	Nature of Claim Secured Financing	Amount of Claim \$10,270,000, plus accrued and unpaid interest and other charges
Name and Address of Petitioner Insight Venture Partners (Cayman) IV, L.P. 680 Fifth Avenue New York, NY 10019	Nature of Claim Secured Financing	Amount of Claim \$1,372,800, plus accrued and unpaid interest and other charges
Name and Address of Petitioner Insight Venture Partners IV (Co-Investors), L.P. 680 Fifth Avenue New York, NY 10019	Nature of Claim Secured Financing	Amount of Claim \$1,267,500, plus accrued and unpaid interest and other charges
Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, each petitioner's signature under the statement and the name of attorney and petitioning creditor information in the format above.		Total Amount of Petitioners' Claims Not less than \$12,910,300

No continuation sheets attached